

# Laqgħa Ġenerali Annwali

## Avviż lill-Azzjonisti skont it-termini tal-Artiklu 53 tal-Artikoli tal-Assoċjazzjoni

Bil-preżenti l-Azzjonisti huma avżati li Laqgħa Ġenerali Annwali ta' Malta Properties Company p.l.c. sejra tinżamm fil-lukanda The Westin Dragonara Resort Malta, San Ġiljan, nhar l-Erbgħa 29 ta' Lulju 2020, fit-tlieta ta' waranofsinhar, bil-għan li l-Laqgħa tikkunsidra u, jekk jidhrilha xieraq tapprova, ir-riżoluzzjonijiet segwenti:

### Riżoluzzjonijiet Ordinarij

1. Rapport Annwali u Dikjarazzjonijiet Finanzjarji  
"Illi r-Rapport Annwali u d-Dikjarazzjonijiet Finanzjarji tal-Kumpanija għas-sena li għalqet fil-31 ta' Diċembru 2019, li jinkludu d-Dikjarazzjonijiet Finanzjarji kif ukoll ir-Rapport tad-Diretturi u l-Awdituri, ikunu hawn riċevuti u approvati".
2. Dividend  
"Illi din il-laqgħa tapprova l-hlas ta' Dividend Net ta' €0.01 għal kull sehem (wara l-hlas tat-taxxa imposta fuq il-kumpanija) lil dawk l-Azzjonisti kollha li isimhom deher fir-Registru tal-Kumpanija tat-Tlieta 28 ta' April 2020. Il-hlas ta' dan id-Dividend Net jammonta għas-somma ta' €1,013,105".
3. Il-hatra mill-ġdid ta' PricewaterhouseCoopers bħala Awdituri  
"Illi l-hatra mill-ġdid ta' PricewaterhouseCoopers Certified Public Accountants and Auditors tiġi hawn approvata, u l-Bord tad-Diretturi jiġi hawn awtorizzat sabiex jistabilixxi r-rimunerazzjoni tagħhom".
4. Hlasijiet lid-Diretturi  
"Biex tistabilixxi l-ogħla hlasijiet annwali aggregati tad-Diretturi ta' €200,000".
5. Elezzjoni tad-Diretturi  
"Biex tipproċedi fl-elezzjoni tad-Diretturi skont l-Artiklu 96.5 tal-Artikoli tal-Assoċjazzjoni tal-Kumpanija".

### Negozju Speċjali

6. Remuneration Policy  
"Illi r-Remuneration Policy skont kif inhu skedat fiċ-Ċirkulari lill-Azzjonisti tiġi hawnhekk approvata."
7. Mezzi Elettronici  
"Illi l-Kumpanija tkun awtorizzata li tiċċirkola ċerta informazzjoni kif inhu permess bil-liġi lill-Azzjonisti tagħha permezz ta' mezzi elettronici u tibgħat jew tipprovdi dokumenti u informazzjoni lill-Azzjonisti tagħha u tagħmilhom disponibbli fuq il-websajt."

### Riżoluzzjoni straordinarja - Negozju Speċjali

8. Emendi f'Artikoli speċifiċi  
"Illi l-emenda fl-Artikoli speċifiċi tal-Memorandum u l-Artikoli ta' Assoċjazzjoni tal-Kumpanija kurrenti għandhom jiġu hawnhekk approvati skont id-dettalji pprovduti fiċ-Ċirkulari lill-Azzjonisti."

B'ordni tal-Bord.



**Dr Francis Galea Salomone LL.D.**

Segretarju tal-Kumpanija

13 ta' Marzu 2020

### Noti

- (i) Dan l-Avviż qiegħed jintbagħat lill-Azzjonisti kollha li isimhom deher fir-registru tal-Kumpanija tat-Tlieta 28 ta' April 2020, u li għaldaqstant għandhom id-dritt li jattendu u jivvutaw fil-Laqgħa Ġenerali Annwali.
- (ii) Kull Azzjonist jista' jippartecipa u jivvota fil-Laqgħa jew billi jattendi personalment għal-Laqgħa jew billi jissottometti Formola ta' Prokura lill-Kumpanija. Azzjonist jista' jippartecipa bi prokura billi jimla u jiffirma l-formola mogħtija lill-Azzjonisti kollha flimkien ma' dan l-Avviż u billi jibgħat din il-formola lill-Uffiċċju tas-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin appuntat għal-Laqgħa. Il-Formola ta' Prokura tista' tintbagħat lill-Kumpanija billi jew tittiehed personalment għand is-Segretarju tal-Kumpanija Malta Properties Company p.l.c. The Bastions, Triq Emvin Cremona, Furjana FRN1281, Malta; jew bil-posta fl-envelopp li jinstab ma' dawn id-dokumenti lill-P.O. Box No. 124, Marsa MTP 1000 Malta; jew b'mod elettroniku fl-indirizz elettroniku info@maltaproperties.com. mt. Fil-każ ta' prokura mibgħutin b'mod elettroniku lill-indirizz indikat hawn fuq, il-posta elettronika għandha jkollha anness magħha kopja tal-Formola ta' Prokura kompluta u ffirmata mill-Azzjonist jew persuna hekk awtorizzata għan-nom t'Azzjonist li jkun korp ġuridiku/istituzzjonalizat.
- (iii) Sabiex jidhol għal-Laqgħa, l-Azzjonist jew il-prokuratur tiegħu għandu jippreżenta l-Admission Form inkluża ma' din id-dokumentazzjoni flimkien mal-Karta tal-Identità tiegħu/tagħha, jew xi mezz legali ta' identifikazzjoni ieħor.
- (iv) Fil-każ ta' ishma miżmumin minn numru ta' persuni flimkien, il-persuna li isimha jidher fir-registru tal-Azzjonisti biss tiġi tiddhol fis-sala tal-Laqgħa u tivvota.
- (v) Ko-propjetarju li mhux iktar minn il-persuna registrata bħala l-Azzjonist jithalla jattendi għal-Laqgħa u jivvota biss jekk Formola ta' Prokura tkun ġiet eżegwita u rreġistrata favorih. Fil-każ ta' ishma miżmumin b'mod kongunt mill-miżżewġin, kemm il-mara u kemm ir-raġel, jew wiehed minnhom biss, jista' jattendi l-Laqgħa. Iżda, irrispettivament jekk il-Miżżewġin, jew wiehed minnhom, attenda l-Laqgħa, jinhareġ dokument ta' votazzjoni wiehed biss u wiehed minnhom biss ikun intitolat li jivvota.
- (vi) Meta Azzjonist ikun korp ġuridiku, assoċjazzjoni ta' persuni jew Fondazzjoni, rappreżentant rispettiv ikun biss eliġibbli li jattendi u jivvota fil-Laqgħa, jekk il-Formola ta' Prokura tkun eżegwita b'mod attendibbli favur tiegħu mill-organu kompetenti tal-entità li jirrapreżenta.
- (vii) Azzjonist minorenni jista' jiġi rappreżentat fil-Laqgħa mill-gwardjan legali tiegħu, li jkollu jippreżenta l-Karta tal-Identità tiegħu flimkien mal-Admission Form.
- (viii) Wara li l-Laqgħa tkun ipproċediet għall-iskop tagħha, id-dokumenti tal-votazzjoni jibgħu jinharġu sakemm il-Laqgħa tipproċedi sabiex jittiehed il-vot dwar l-ewwel riżoluzzjoni. Wara dan ma jinhareġ ebda dokument ta' votazzjoni ieħor u dħul għal-Laqgħa ma jkunx permess.
- (ix) L-abbozz ta' riżoluzzjonijiet li għandhom jiġu kkunsidrati u jittiehed vot dwarhom huma inkluzi bħala parti integrali ta' dan l-Avviż. It-test oriġinali u komplet tad-dokumenti sottomessi fil-Laqgħa, sakemm ma jkunux ingħataw lill-Azzjonisti, ikunu aċċessibbli fl-uffiċċju registral tal-Kumpanija u fuq [www.maltaproperties.com.mt](http://www.maltaproperties.com.mt).
- (x) Azzjonisti (kemm jekk b'mod personali jew bi prokura) huma mfakkrin li huma intitolati jagħmlu mistoqsijiet li huma pertinenti u relatati ma' kull riżoluzzjoni mressqa qabel il-Laqgħa – u li jkollhom dawn il-mistoqsijiet mweġbin mid-Diretturi jew il-persuni li d-Diretturi jistgħu jiddelegaw għal dak il-għan. Sabiex jiġu assigurati proċeduri effiċjenti fil-Laqgħa, id-Diretturi jistiednu l-Azzjonisti sabiex jissottomettu bil-kitba xi mistoqsijiet relatati mar-riżoluzzjonijiet, li għandhom jintbagħtu lis-Segretarju tal-Kumpanija, jew bil-posta lill-Uffiċċju tas-Segretarju tal-Kumpanija, Malta Properties Company p.l.c. The Bastions, Triq Emvin Cremona, Furjana FRN1281, Malta; jew b'posta elettronika fuq [info@maltaproperties.com.mt](mailto:info@maltaproperties.com.mt) sa mhux aktar tard minn 48 siegħa qabel il-Laqgħa. Filwaqt li d-Diretturi għandhom jippruvaw iwiegħu l-mistoqsijiet kollha li jitressqu waqt il-Laqgħa, dawk il-mistoqsijiet li jkun għew sottomessi bil-metodu msemmi hawn fuq biss ikunu intitolati għal twegħiba, provdut li mistoqsijiet imressqin għall-ewwel darba fil-Laqgħa u li d-Diretturi ma jkunux f'pożizzjoni li jagħtu twegħiba immedjata għalihom, jiġu mwiegħba mid-Diretturi wara l-Laqgħa, billi jissottomettu r-risposta fuq is-sit elettroniku tal-Kumpanija.
- (xi) Id-dħul għal-Laqgħa jibda minn siegħa qabel il-hin avżat, jiġifieri mis-sagħtejn ta' waranofsinhar.
- (xii) F'każ ta' xi diffikultà jew mistoqsijiet, l-Azzjonisti huma mitluba jċemplu fuq in-numru 2123 0032.

Din il-verżjoni tal-Avviż bil-Malti qiegħda ssir biss għal skopijiet ta' informazzjoni. F'każ ta' diskrepanza bejn din il-verżjoni u l-verżjoni bl-Ingliż, il-verżjoni bl-Ingliż tipprevali.

**Uffiċċju Regiŝtrat:** Malta Properties Company p.l.c. The Bastions, Triq Emvin Cremona, Furjana FRN1281, Malta.

**Numru tar-Regiŝtrazzjoni tal-Kumpanija:** C 51272

# Annual General Meeting

## Notice to Shareholders in Terms of Article 53 of the Articles of Association

Notice is hereby given of the Annual General Meeting of Malta Properties Company p.l.c. which is to be held at The Westin Dragonara Resort Malta, St Julian's, on Wednesday 29<sup>th</sup> July 2020, at 15:00hrs for the purpose of considering and, if deemed proper, approving the following resolutions:

### Ordinary Resolutions

1. Annual Report and Financial Statements  
"That the Annual Report and Financial Statements of the Company for the year ended 31st December 2019, comprising the Financial Statements and the Directors' and Auditor's Reports thereon, be hereby received and approved".
2. Dividend  
"That the meeting approves the payment of a Net Dividend of €0.01 per share (after taxation) to all Shareholders of Malta Properties Company p.l.c. registered in the shareholders' register as at Tuesday 28th April 2020. The payment of this Net Dividend amounts to the sum of €1,013,105".
3. Re-appointment of PricewaterhouseCoopers as Auditors  
"That the reappointment of PricewaterhouseCoopers Certified Public Accountants and Auditors be hereby approved and the Board of Directors be hereby authorised to establish their remuneration".
4. Emoluments of Directors  
"To establish the maximum annual aggregate emoluments of the Directors at €200,000".
5. Election of Directors  
"To proceed to the election of Directors in accordance with Article 96.5 of the Articles of Association of the Company".

### Special Business

6. Remuneration Policy  
"That the Remuneration Policy as set out in the Circular to the Shareholders be hereby approved."
7. Electronic means  
"That the Company is authorised to use electronic means to circulate certain information as permitted by law to its Shareholders and to send or supply documents and information to its Shareholders by making them available on a website."

### Extraordinary Resolution – Special Business

8. Amendment to specific Articles  
"That the amendment to specific Articles of the current Memorandum and Articles of Association of the Company in accordance with the details provided in the Circular to shareholders be hereby approved."

By order of the Board.



**Dr Francis Galea Salomone LL.D.**  
Company Secretary

13th March 2020

### Notes

- (i) This notice is being mailed to all Shareholders registered in the Shareholders Register as at Tuesday 28th April 2020, which Shareholders are entitled to attend and vote at the Annual General Meeting.
- (ii) A Shareholder may participate and vote at the meeting either by personally attending the meeting or by submitting a Form of Proxy to the Company. A Member may participate by proxy by completing and signing the Form of Proxy dispatched to all Members together with this notice and sending same to the Office of the Company Secretary not less than 48 hours before the time appointed for the Meeting. A Form of Proxy may either be delivered by hand personally to the Office of the Company Secretary at Malta Properties Company p.l.c. The Bastions, Emvin Cremona Street, Floriana FRN1281, Malta; or by mail in the enclosed self-addressed envelope to P.O. Box No. 124, Marsa MTP 1000, Malta; or by electronic means at [info@maltaproperties.com.mt](mailto:info@maltaproperties.com.mt). In case of proxies sent by email to the email address indicated, the email should have attached thereto a copy of the Form of Proxy duly completed and signed by the Shareholder or a duly authorised person on behalf of a corporate/institutional Member.
- (iii) In order to be admitted to the Meeting, a Member is to present the Admission Form enclosed with this documentation, together with his/her Identity Card or other lawful means of identification.
- (iv) In case of share/s held jointly by several persons, only the Registered Shareholder shall be entitled to attend and vote at the Meeting.
- (v) A joint holder, who is not the Registered Shareholder, will only be entitled to attend and vote at the Meeting, if a Form of Proxy has been duly executed and registered in his/her favour. In the case of shares held jointly by husband and wife, both the husband and wife, or either of them, may attend the Meeting. Provided, that irrespective of whether both the husband and wife, or either of them, attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote.
- (vi) When a Member is a Body Corporate, Association or Foundation, a representative thereof will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed and registered in his/her favour.
- (vii) A Member who is a minor may be represented at the Meeting by his/her legal guardian who will be required to present his/her Admission Form together with his/her Identity Card or other lawful means of identification.
- (viii) Once the Meeting proceeds to take the first vote on the resolutions of the Agenda, admittance to the Meeting will be terminated, and no further voting documents will be issued to Members and/or their proxies.
- (ix) The draft resolutions to be considered and voted upon at the Meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the Meeting shall, unless dispatched to Shareholders, be available at the registered office of the Company and on [www.maltaproperties.com.mt](http://www.maltaproperties.com.mt).
- (x) Members (whether personally or by proxy) are reminded that they are entitled to ask questions which are pertinent and related to any resolution placed before the meeting – and to have such questions answered by the Directors or such person/s as the Directors may delegate for that purpose. To ensure efficient proceedings at the Meeting the Directors invite Members to submit in writing any questions related to the resolutions to be sent to the Company Secretary either by mail at the Office of the Company Secretary, Malta Properties Company p.l.c. The Bastions, Emvin Cremona Street, Floriana FRN1281, Malta; or email on [info@maltaproperties.com.mt](mailto:info@maltaproperties.com.mt) by not later than 48 hours before the meeting. Whilst the Directors shall endeavour to reply to all questions that may be raised at the Meeting, only questions that shall have been submitted to them as aforesaid shall be entitled to a reply, provided that any questions raised for the first time at the Meeting and to which the Directors are not able to provide an immediate reply, shall, subsequent to the Meeting, be answered by the Directors by posting a reply on the Company's website.
- (xi) Admittance to the Meeting will commence at 14:00hrs, this being one hour before the advertised time of the official commencement of the Meeting.
- (xii) In case of difficulties or queries, Shareholders are requested to phone on number 2123 0032.